UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE AMERICAN EXPRESS FINANCIAL ADVISORS SECURITIES LITIGATION	) DOCUMENT FILED ELECTRONICALLY)) Civil Action No. 1:04-CV-1773 (DAB/KNF)))

DECLARATION OF JENNIFER M. KEOUGH IN SUPPORT OF FINAL APPROVAL OF SETTLEMENT

JENNIFER M. KEOUGH declares and states as follows:

1. I am a Senior Vice President of The Garden City Group, Inc. ("GCG") and Managing Director of GCG's West Regional Office. The following statements are based on my personal knowledge and information provided by other GCG employees working under my supervision, and if called on to do so, I could and would testify competently thereto.

2. The parties in *In Re American Express financial Advisors Securities Litigation*, Case No. 1:04-CV-1773 (DAB/KNF) (S.D.N.Y.) ("*In Re AEFA*") selected GCG to serve as the Claims Administrator in this action. GCG was retained to print and mail the Notice of Proposed Settlement of Class Action, Motion for Attorneys' Fees, and Settlement Fairness Hearing ("Notice") to all people identified as Class members through reasonable efforts, to cause the summary notice to be published pursuant to the Preliminary Approval Order, and to perform all other functions of Claims Administrator in accordance with the Stipulation of Settlement.

3. GCG was established in January 1984 to administer settlements of class actions, mass tort litigations, SEC and FTC disgorgement actions, bankruptcies, and other major litigations. GCG has a considerable amount of experience in class action administration. In its nearly 22-year history, our team has administered hundreds of settlements of complex cases, including some of the largest and most complex cases ever settled. In the last several years alone GCG has administered or is administering the follow significant securities class action settlements:

- WorldCom Securities Litigation (S.D.N.Y.) $6.2 billion
- Lucent Technologies Inc. Securities Litigation (D. N.J.) $517 million
- Daimler/Chrysler AG Securities Litigation (D. Del.) $300 million
- Global Crossing Securities Litigation (S.D.N.Y.) $522 million
- Nortel Networks Corp. Securities Litigation (I II) (S.D.N.Y.) $2.4 billion
- Bristol-Myers Squibb Securities Litigation (S.D.N.Y.) $935 million
- Royal Ahold Securities & ERISA Litigation (D. MD.) $1.1 billion

Some of the more significant cases that GCG has handled or is handling in the non-securities context include, but are not limited to:

- Visa Check/Mastermoney Antitrust Litigation (E.D.N.Y.) $3.2 billion
- Exxon Dealer Litigation (S.D. Fla.) $1.3 billion
- Johnson & Johnson Acuvue Settlement (Sup. Ct. N.J.) $800 million
- Auction Houses Antitrust Litigation (S.D.N.Y.) $512 million
- Tobacco Growers Antitrust Litigation (M.D.N.C.) $200 million
- Lease Oil Antitrust Litigation (S.D. Tex.) $194 million
- Menorah Gardens Cemetery Litigation (Cir. Ct. Broward County) $65 million

A. FIRST CLASS MAILING OF THE NOTICE PACKETS TO CLASS MEMBERS AND PUBLICATION OF THE SUMMARY NOTICE

4. Between November 6, 2006 and November 27, 2006, GCG received electronic data files from AEFA. In the data records, AEFA provided GCG with 2,901,213 unique mailing addresses. Based on information provided to GCG by AEFA, it defined "unique mailing addresses" as mailing addresses used by AEFA in the regular course of its business when reaching its client base (i.e., the mailing of monthly account statements). GCG was directed to remove 14,038 records because they did not have a mailing address capable of reaching the recipient despite advanced address research and 44,666 records because they were for AEFA employees and excluded from the Class definition. (*See* Section I.e.iv of the Stipulation of Settlement.) In sum, 58,704 records were removed by GCG at the direction of the parties.

5. Beginning on March 5, 2007, GCG caused to be mailed by first class mail the Notice, the Proof of Claim Form, the Instruction Sheet and Reminder Checklist, and a business reply envelope (collectively the "Notice Packet") to 2,842,509 unique mailing addresses for Class members. A true and correct copy of the components of the Notice Packet is attached hereto as Exhibits 1, 2, 3 and 4 respectively. GCG completed mailing the Notice on March 22, 2007, in accordance with the February 14, 2007 Order.

6. Throughout the notice mailing period and beyond, GCG utilized the National Change of Address database ("NCOA") to update claimant addresses where Defendant did not have a valid current address or where mailed notices were returned to GCG with no forwarding address information. Any claimant whose address was successfully updated through the NCOA search was mailed or remailed a notice packet.

7. On March 25, 2007, GCG caused the Summary Notice to be published in Parade magazine. On March 26, 2007, GCG caused the Summary Notice to be published in the national edition of The Wall Street Journal. Attached hereto as Exhibit 5 and 6 are true and correct copies of the tear sheets from the respective publications evidencing the publication of the Summary Notice.

B. THE OFFICIAL SETTLEMENT WEBSITE AND TOLL-FREE INFORMATION LINE

8. On March 5, 2007, GCG made live a website (www.FinancialFeeSettlement.com). This website provides users with the dates important to the Settlement, answers to frequently asked questions, directions for asking further questions, excluding oneself from the Settlement and commenting on the Settlement. A copy of the Notice (in both Spanish and English versions), Plan of Allocation, and relevant Pleadings are also available on the website. These documents are provided in PDF format, which gives the viewer the ability to download the documents for viewing and printing. As of May 23, 2007, GCG's records show 52,359 visits to the website.

9. On March 7, 2007, GCG made operational a toll-free Interactive Voice Response ("IVR") system to accommodate inquiries from Class Members. The system is accessible 24 hours a day, 7 days a week, and will remain operational throughout the settlement process. Callers have the ability to select from menu options and hear specific recorded information about the Settlement. Additionally,

callers have the ability to speak to a live operator between the hours of 7AM and 7PM Central Standard Time.

10. As of May 23, 2007, GCG has received 100,810 calls to the IVR. Of the 100,810 callers, 48,213 requested and spoke with a live operator and the remaining 52,597 listened to the IVR recorded information providing answers to frequently asked questions or left a message requesting to speak with an attorney. At the direction of Co-Lead Counsel, GCG conducted the initial response to all callers requesting to speak with a live operator or attorney, for a total of 1,581 calls. The typical reasons that the caller identified for wishing to speak with a live person were: asking for a general explanation of the Notice Package or terms contained therein; asking if they needed to send documentation; asking how to file a claim on behalf of a deceased person; or asking if there are any negative repercussions for filing a claim. Out of the 1,581 calls, 34 wished to speak directly with an attorney. In accordance with the procedures established by Co-Lead Counsel, GCG provided the contact information for these callers to Co-Lead Counsel the same day GCG received the call.

11. GCG also handled the initial response to calls directed to Co-Lead Counsel and defense counsel asking for information about the Settlement or the Notice Packet. The overwhelming majority of these Class Members had administrative questions relating to the Notice package or the procedure for submission of a claim. These calls typically sought assistance with the review or completion of claim forms.

12. In total, the live-operator call center personnel have responded to 49,794 telephone calls from Class members regarding the Settlement.

C. STATUS OF CLAIM SUBMISSIONS AND EXCLUSIONS

13. Pursuant to the terms of the Notice, Class Members must mail the completed claim form postmarked no later than July 10, 2007. As of May 23, 2007, GCG has received 890,105 potentially valid Claim Forms. In my experience, the response rate in this case has been robust and well exceeds average claim rates in most class settlements.

14. The Notice directed claimants wishing to opt out of the Settlement to do so by submitting their written request for exclusion to GCG postmarked by May 7, 2007. As of May 23, 2007, GCG has

received 1,712 timely and potentially valid written requests for exclusion from Class Members. Copies of all exclusions received by GCG have been and will continue to be provided to Counsel for both Parties.

D. ESTIMATED TOTAL COST OF CLAIMS ADMINISTRATION

15. GCG's fees for services related to this project were the subject of arms-length negotiation between AEFA and GCG regarding the reasonable costs associated with and necessary to perform such services in a professional manner and are subject to an Administration Services Agreement. Since the inception of the project, GCG has provided AEFA with discounts to the agreed fees in an amount exceeding $500,000.

16. As of the date of this declaration, GCG has billed AEFA for fees and expenses through May 15, 2007, in the amount of $10,279,015.25.

17. Based on our experience and expertise in the settlement administration field, the current level of claims submitted in this matter and the procedures to deal with deficient claims and check distribution, we estimate that the total cost of the notice and claims administration to the end of the project will be in the range of $15-$18 million.

I declare under the penalty of perjury under the laws of the State of New York that the foregoing is true and correct.

Executed this 23rd day of May 2007 at Seattle, Washington.

JENNIFER M. KEOUGH